

4/24/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HEART TO HEART BASKETS, INC.
AUDIT NUMBER.....H97000006692
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION OF
HEART TO HEART BASKETS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is HEART TO HEART BASKETS, INC.,
located at 1571 Hammock Lane, Pembroke Pines, Florida 33026.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or
business permitted under the laws of the United States of America
and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized
to have outstanding at any time is One Hundred shares of common
stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be
1571 Hammock Lane, Pembroke Pines, Florida 33026 and the initial
registered agent of this corporation at such office

Cesar Mestre, Jr. Esq. (305) 821-5450 H97000006692
FLORIDA BAR NO. 814687
7600 WEST 20th AVE. # 220 HIALEAH, FL 33016

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EMPIRE CORPORATE KIT

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shall be JOANNE C. CRUZ, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

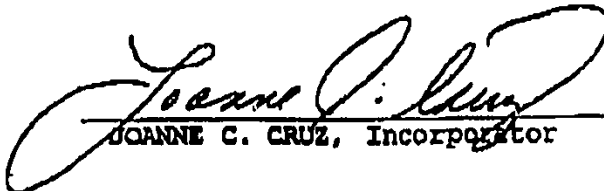
The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four. The name of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
JOANNE C. CRUZ	1571 Hammock Lane, Pembroke Pines, FL. 33026
RICHARD F. CRUZ	1571 Hammock Lane, Pembroke Pines, FL. 33026

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
JOANNE C. CRUZ	1571 Hammock Lane, Pembroke Pines, FL. 33026


JOANNE C. CRUZ, Incorporator

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STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation of HEART TO HEART BASKETS, INC. were acknowledged before me this 23 day of April, 1997 by JOANNE C. CRUZ, as Incorporator.

Yusef Obrien
 Print type or stamp name of Notary Public
 Personally known to & acquainted with
 Type of I.D. produced to the Notary Public

 Yusef Obrien
 My Commission CCB4432
 Expires October 17 2000
 Notary Public

My commission expires: Oct. 17, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HEART TO HEART BASKETS, INC., at the place designated in the Articles of Incorporation, JOANNE C. CRUZ, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: April 23, 1997

Joanne C. Cruz
 Registered Agent

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